

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re XM SATELLITE RADIO COPYRIGHT LITIGATION

MASTER DOCKET
06 Civ. 3733 (LAK)

This Document Relates to: All Actions
-----X

**JOINDER TO MOTION FOR ENTRY OF PROTECTIVE ORDER SUBMITTED BY
PLAINTIFFS ATLANTIC RECORDING CORPORATION, ET AL.**

The plaintiffs in the *Nota Music Publishing, Inc., et al. v. XM Satellite Radio Inc.*, 07 Civ. 4682 (LAK) action hereby respectfully request to join, in part, in the motion by the plaintiffs in the *Atlantic Recording Corp., et al. v. XM Satellite Radio Inc.*, 06 Civ. 3733 (LAK) action dated November 29, 2007 seeking entry of the proposed protective order attached as Exhibit A thereto.

Specifically, the *Nota* plaintiffs join in the *Atlantic* plaintiffs' motion with respect to the following XM Radio proposals to: (a) deny in-house counsel of the parties' parent corporations access to *any* confidential materials; (b) exclude the parties' in-house counsel from access to some documents by creating an "Outside Counsel Only" tier; (c) deny the parties (*i.e.*, non-counsel employees) access to most confidential materials; and (d) subject all XM documents to treatment under the International Traffic in Arms Regulations (ITAR).

Although the *Nota* plaintiffs agree with the *Atlantic* plaintiffs' position with respect to XM Radio's proposal to deny Recording Industry Association of America ("RIAA") counsel access to *any* confidential materials, this issue is inapplicable to the *Nota* action.

Therefore, for all of the same reasons set forth in the *Atlantic* plaintiffs' motion, incorporated by reference herein, the *Nota* plaintiffs respectfully request that this Court enter the proposed protective attached as Exhibit A to the *Atlantic* motion.

Dated: New York, New York
November 29, 2007

LOVELL STEWART HALEBIAN LLP

/s/ Christopher M. McGrath

Christopher Lovell

Christopher M. McGrath

500 Fifth Avenue, 58th Floor

New York, New York 10110

Telephone: (212) 608-1900

Facsimile: (212) 719-4677

Jeffrey L. Graubart

LAW OFFICES OF JEFFREY L. GRAUBART

350 West Colorado Boulevard, Suite 200

Pasadena, California 91105-1855

Telephone: (626) 304-2800

Facsimile: (626) 304-2807

Steven J. D'Onofrio, Esq.

5335 Wisconsin Avenue, N.W. Suite 950

Washington, D.C. 20015

Telephone: (202) 686-2872

Facsimile: (202) 686-2875

Counsel for Plaintiffs and the Proposed Class